

Warburton
Community Financial Services Limited



7 November 2007

Mr Ian Craig
Companies Manager
Bendigo Stock Exchange
8/410 Collins Street
Melbourne Vic 3000

Dear Ian,

Re: **Upper Yarra Community Enterprise Ltd (formerly Warburton Community Financial Services Ltd)**
Annexure 2A and 3B

In accordance with the requirements of the Bendigo Stock Exchange, please find enclosed a completed Annexure 2A & 3B form requesting the quotation of additional securities issued by Upper Yarra Community Enterprise Ltd in the form of bonus shares.

These bonus shares were allocated on the basis of two bonus shares for every share held by existing shareholders as of 30 October 2007.

Yours sincerely,



Geoff Vickers
Company Secretary



Annexure 2A Annexure 3B

BSX Listing Rules

Issuance and/or Quotation of Additional Securities Application

References Version 3, Operative 26/8/2005

Chapter 2, BSX Listing Rules

Instructions:

An entity issuing new or additional securities and/or seeking quotation of securities must complete and return this annexure to BSX.

An entity applying for quotation of additional or new securities must also complete and return an Annexure 2B to BSX.

Please complete the sections of the application that are relevant to your entity. If there is not enough space attach extra sheets.

Please note that information and documents (including this annexure) given to BSX in support of an application become BSX's property and may be made public.

Name of entity	ACN, ARBN or ARSN
UPPER YARRA COMMUNITY ENTERPRISE LTD	090 252 627

Part 1 - All issues

1	Number of securities issued or to be issued	800,000
2	Class of securities issued or to be issued	FULLY PAID ORDINARY
3	Principal terms of the securities (eg, if options, exercise price and expiry date; if partly paid securities, the amount outstanding and due dates for payment; if convertible securities, the conversion price and dates for conversion)	BONUS ISSUE
4	Date of allotment of the additional securities	7 NOVEMBER 2007

Annexure 2A

Annexure 3B

Issuance and/or Quotation of Additional Securities Application

5	Dates of despatch of certificates	8 NOVEMBER 2007
6	Number of holders of the additional securities	321
7	Issue price of the additional securities	NIL
8	Purpose of the issue. (If issued upon conversion of another security, clearly identify that other security. If issued as consideration for the acquisition of assets, clearly identify those assets.)	BONUS ISSUE 2 FOR 1
9	Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities? If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> the date from which they do; the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment; the voting rights of the additional securities; the rights of the additional securities to participate in the new issues of securities. 	YES
10	Number and class of all securities quoted on BSX (including the securities in clause 1 if they are to be quoted)	1,200,000
11	Number and class of all securities not quoted on BSX (including the securities in clause 1 if they are not to be quoted)	NIL

Annexure 2A

Annexure 3B

Issuance and/or Quotation of Additional Securities Application

12	Executed restriction agreements (refer to Annexure 8A)	N/A
13	Undertakings from a bank or recognised trustee.	N/A

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

Part 2 - Bonus issue or pro rata issue

14	Is security holder approval required?	NO
15	Is the issue renounceable or non-renounceable	NON-RENOUNCEABLE
16	Ratio in which the securities will be offered	TWO FOR ONE
17	Class of securities to which the offer relates	FULLY PAID ORDINARY
18	Record date to determine entitlements	30 OCTOBER 2007
19	Will holdings on different registers be aggregated for determining entitlements?	N/A
20	Policy for deciding entitlements in relation to fractions	N/A
21	Names of countries in which the entity has security holders who will not be sent new issue documents	N/A
22	Closing date for the receipt of acceptances and renunciations	N/A
23	Names of any underwriters	N/A
24	Amount of any underwriting fee or commission	N/A
25	Names of any brokers to the issue	N/A

Annexure 2A

Annexure 3B

Issuance and/or Quotation of Additional Securities Application

26	Fee or commission payable to the broker to the issue	N/A
27	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
28	If the issue is subject to security holders approval, the date of the meeting	N/A
29	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to person entitled	N/A
30	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
31	Date rights trading will begin (if applicable)	N/A
32	Date rights trading will end (if applicable)	N/A
33	How do security holders sell their entitlements in full through a broker?	N/A
34	How do security holders sell part of their entitlements through a broker and accept for the balance?	N/A
35	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
36	Despatch date	

Part 3 - Quotation of securities

This part is to be completed only if this is an application to quote the securities

**Annexure 2A
Annexure 3B**

Issuance and/or Quotation of Additional Securities Application

37 Type of securities (Please tick)

37.1 ☒ Securities described in Part 1 (and Part 2 if applicable)

37.2 ☒ All other securities (e.g., restricted securities at the end of the escrow period, employee incentive share securities when restriction ends, securities issued on conversion or expiry of convertible securities)

Quotation fees

38 ☐ Cheque for fees.

If 37.1 has been ticked

Additional Securities Forming a New Class of Securities

Tick the information or documents you are providing

Indicate where the information or document can be found? (eg, prospectus cross reference)

39 ☐ A specimen certificate/issuer sponsor holding statement

40 ☐ The names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders.

41 ☐ A distribution schedule of the additional securities setting out the number of holders in the categories:

1-1,000

1,001-5,000

5,001-10,000

10,001-100,000

100,001 and over

N/A
N/A
N/A

Annexure 2A
Annexure 3B

Issuance and/or Quotation of Additional Securities Application

42 _____ A copy of any trust deed for the additional securities.

N/A

If 37.2 has been ticked, please complete the following

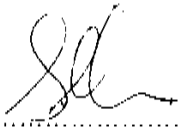
43	Class of securities for which quotation is sought	FULLY PAID ORDINARY				
44	Number of securities for which quotation is sought	1,200,000				
45	Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities? If the additional securities do not rank equally specify: - the date from which they do - the extent to which they participate for the next dividend (or distribution or interest payment) - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	YES				
46	Reason for the request for quotation of these securities now	Bonus issue				
47	Number and class of all securities listed on BSX (including those given in points 43 and 44 above)	<table border="1"> <thead> <tr> <th>Number</th> <th>Class</th> </tr> </thead> <tbody> <tr> <td>1,200,000</td> <td></td> </tr> </tbody> </table>	Number	Class	1,200,000	
Number	Class					
1,200,000						

Annexure 2A

Annexure 3B

Issuance and/or Quotation of Additional Securities Application

Signed:


(Director/Company Secretary)
(Director/Company Secretary)

Print name:

GEOFF VICKERS

Elizabeth Fox

Dated:

8/11/07



Annexure 2B

BSX Listing Rules

Quotation of Additional Securities Contract

References

Version 1, Operative 23/8/2000

Chapter 2, BSX Listing Rules

Name of entity

ACN, ARBN or ARSN

UPPER YARRA COMMUNITY ENTERPRISE LTD	090 252 627
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having provided BSX with a completed application for the quotation of additional securities dated

7 NOVEMBER 2007

agrees that:

1. quotation of our additional securities is in BSX's absolute discretion. BSX may quote the securities on any conditions it decides;
2. we warrant to BSX that the issue of the securities to be quoted complies with the law, is not for an illegal purpose and that there is no reason why the securities should not be granted quotation;
3. we have provided BSX with all information and documents required by the application form and BSX Listing Rules. If any such information or document is not now available, we will give it to BSX before quotation of the securities begins. We acknowledge that BSX is relying on the information and documents. We warrant that they are (or will be) true and complete in all relevant respects;
4. we will indemnify BSX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

Signed:

(Director)

(Director/Company Secretary)

Print name:

Elizabeth Fox

GEOFF VICKERS

Dated:

8/11/07

[Note: if the applicant has a common seal, execution must be under seal]